

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
IMERYS TALC AMERICA, INC., <i>et al.</i> , ¹	Case No. 19-10289 (LSS)
Debtors	(Jointly Administered)
IMERYS TALC AMERICA, INC. and IMERYS TALC VERMONT, INC.,	Adv. Pro. No. 21-51006
Plaintiffs,	
v.	
JOHNSON & JOHNSON and JOHNSON & JOHNSON CONSUMER INC.,	
Defendants.	

**ORDER GRANTING MOTION OF THE OFFICIAL COMMITTEE OF
TORT CLAIMANTS AND THE FUTURE CLAIMANTS' REPRESENTATIVE
FOR TEMPORARY RESTRAINING ORDER**

This Court has considered the Motion for Temporary Restraining Order and Motion for Preliminary Injunction (the “Motion”)² filed by the Official Committee of Tort Claimants (the “Committee”) and the Future Claimants’ Representative (the “FCR,” together with the Committee, the “Plaintiffs-Intervenors”), the Memorandum of Law in support thereof, and the

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050), and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, GA 30076.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Motion.

Declaration of Mark A. Fink in support thereof. After due consideration of the Motion and the supporting papers, the Court finds as follows:

1. Based on the contracts' plain language, Plaintiffs have a reasonable likelihood of success on the merits of their claims that J&J is obligated to indemnify and defend them against talc personal injury claims under the Indemnification Agreements.

2. In the absence of this Temporary Restraining Order, there is a likelihood that the estate will suffer immediate irreparable harm in the form of J&J using a divisive merger or other corporate transaction to transfer property of the Debtors' estate to the detriment of the Debtors, their estates, and creditors. Multiple news sources have reported that Defendants may seek to transfer its talc liabilities to a new entity that would then file for bankruptcy, and have engaged Jones Day to assist with that strategy.

3. In the event of a divisive merger or other similar corporate maneuver, J&J may transfer property of the Debtors' estates—J&J's obligations to the Debtors under the indemnities— to one or more other entities in an effort to frustrate any judgment or remedy. Accordingly, in the absence of this Temporary Restraining Order, Plaintiffs and Plaintiffs-Intervenors face a likelihood of immediate irreparable harm.

4. Defendants will not sustain greater harm if this Temporary Restraining Order is granted.

5. The issuance of this Temporary Restraining Order will promote the public interest because it will prevent J&J from evading its obligations through a divisive merger or other corporate transaction and from violating the automatic stay.

Now, therefore, for the foregoing reasons, it is hereby

ORDERED, that Plaintiffs-Intervenors' Motion for entry of a Temporary Restraining order is granted; and it is further

ORDERED, that Defendants are temporarily restrained and enjoined, pending a hearing on Plaintiffs-Intervenors' request for a preliminary injunction, from using a divisive merger or any other form of corporate transaction to separate themselves from the indemnification obligations they owe to Plaintiffs; and it is further

ORDERED, that no security is required for this temporary injunctive relief pursuant to Federal Rule of Bankruptcy Procedure 7065; and it is further

ORDERED, that the Court shall conduct a hearing on Plaintiff-Intervenors Motion for a preliminary injunction on _____, 2021 at _____; and it is further

ORDERED, that Defendants shall file any opposition papers with respect to the Motion for preliminary injunction on or before _____, 2021 at _____; and it is further

ORDERED, that Plaintiffs-Intervenors' shall file their reply (if any) in support of the Motion for preliminary injunction on or before _____, 2021 at _____.